

RECORDATION NO. 21738-K FILED

JUN 28 '07 -2 14 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SURFACE TRANSPORTATION BOARD

SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
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20036

OF COUNSEL
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June 28, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Mortgage, dated as of June 28, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease previously filed with the Board under Recordation Number 21738-C.

The names and addresses of the parties to the enclosed document are:

Secured Party: Wells Fargo Bank Northwest, National
Association
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Debtor: AllCapital Rail 2007-1, LLC
153 East 53rd Street, 55th Floor
New York, New York 10022

Mr. Vernon A. Williams
June 28, 2007
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A description of the railroad equipment covered by the enclosed document
is:

300 gondola cars: NS 170100 - NS 170399.

A short summary of the document to appear in the index is:

Memorandum of Mortgage.

Also enclosed is a check in the amount of \$35.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF MORTGAGE

Memorandum of Mortgage, made and entered into as of June 28, 2007 between ALLCAPITAL RAIL 2007-1, LLC, (the "Debtor") and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity but solely as Security Trustee under the Security Agreement referred to below (together with its successors and permitted assigns, the "Secured Party"). Terms used in this instrument have the meanings assigned thereto in the Security Agreement dated as of June 28, 2007 (as supplemented, including by Security Agreement Supplement No. 1 dated the date hereof, the "Security Agreement") between the Secured Party and the Debtor.


WITNESSETH:

The undersigned have entered into the Security Agreement, by which the Debtor has granted a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto and in each lease referred to on Exhibit B attached hereto to the Secured Party in order to secure the Debtor's performance of its obligations as described in the Security Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ALLCAPITAL RAIL 2007-1, LLC

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its
individual capacity but solely as Security Trustee

By 
Name: Colum Carr
Title: Manager

By _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

ALLCAPITAL RAIL 2007-1, LLC

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its
individual capacity but solely as Security Trustee

By _____
Name: Colum Carr
Title: Manager

By _____
Name: Jon Croasmun
Title: Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 28th day of JUNE in the year 2007 before me personally came CAVIN CAEN to me known, who, being by me duly sworn, did depose and say that he/she/they reside(s) at 153 E. 53RD ST, NY NY 10022; that he/she/they is (are) the MANAGER (~~president or other officer or director or attorney in fact~~) duly appointed) of the Debtor, the corporation described in and which executed the above instrument; and that he/she/they signed his/her/their name(s) thereto by authority of the board of directors of said corporation.



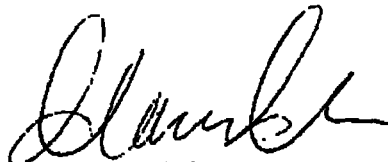
Notary Public

[Notarial Seal]

CHARLES E. KNAPP
Notary Public, State of New York
No. 02KN4994768
Qualified in Westchester County
Commission Expires April 13, 2010

STATE OF Utah)
COUNTY OF Salt Lake) ss.:

On the _____ day of JUNE in the year 2007 before me personally came Jon Crossman to me known, who, being by me duly sworn, did depose and say that he/she/they reside(s) at 299 S. Main St. 12th fl., Salt Lake City, UT; that he/she/they is (are) the Vice President ([president or other officer or director or attorney in fact] duly appointed) of the Debtor, the corporation described in and which executed the above instrument; and that he/she/they signed his/her/their name(s) thereto by authority of the board of directors of said corporation.



Notary Public

[Notarial Seal]

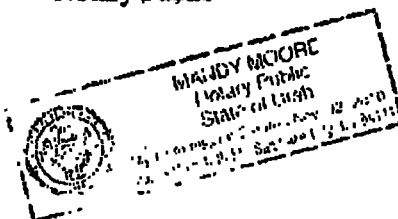


EXHIBIT A

Three hundred (300) 42 foot uncovered gondola cars bearing the following car marks and numbers:

Car Numbers: NS 170100 through (inclusive) NS 170399


EXHIBIT B

1. Master Net Railcar Lease, dated as of October 8, 1998, between The CIT Group/Equipment Financing, Inc., as Lessor, and Norfolk Southern Railway Company, as Lessee, but only to the extent relating to Schedule No. 11 thereto (the "Lease").
2. Schedule No. 11 to the Lease, dated as of November 27, 2002, between The CIT Group/Equipment Financing, Inc., as Lessor, and Norfolk Southern Railway Company, as Lessee.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/29/07



Robert W. Alvord